

JAN 23 15:11 TRENAM, KEMKER, SCHARF, BARKIN, FRYE, O'NEILL & MULLIS, P.A. 1 229 3  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**Tampa Bay Family Therapy Center, P.A.**

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**ARTICLES OF INCORPORATION**

**OF**

**TAMPA BAY FAMILY THERAPY CENTER, P.A.**

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this corporation shall be:

Tampa Bay Family Therapy Center, P.A.

**ARTICLE II**

**Business and Purposes**

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

- (a) to engage solely and specifically in the business of carrying on the general practice of providing psychological services;
- (b) to invest in real estate, mortgages, stocks, bonds or any other type of investments;
- (c) to own real and personal property necessary for the rendering of the above professional services; and
- (d) in general, to have and exercise all powers conferred by the laws of Florida upon professional service corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

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**ARTICLE III****Capital Stock**

(a) The aggregate number of shares of capital stock that is authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

**ARTICLE IV****Existence of Corporation**

This corporation shall have perpetual existence.

**ARTICLE V****Registered Office and Registered Agent**

The initial registered office of this corporation shall be located at 101 E. Kennedy Boulevard, Suite 2700, Tampa, Florida 33602, and the initial registered agent of this corporation at such office shall be Don B. Weinbren, Esq.. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

**ARTICLE VI****Board of Directors**

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of

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the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

## ARTICLE VII

### Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Don B. Weinbren, Esq.	101 E. Kennedy Boulevard Suite 2700 Tampa, Florida 33602

## ARTICLE VIII

### Bylaws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended, or adopted by such a vote of the stockholders may be altered, amended or repealed by the vote of the directors until two years shall have expired since such action by vote of such stockholders.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

## ARTICLE IX

### Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

  
\_\_\_\_\_  
DON B. WEINBREN, Incorporator

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**TAMPA BAY FAMILY THERAPY CENTER, P.A.****ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, Don B. Weinbren, Esq., having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.325, Florida Statutes.

DATED this 23 day of January, 2004.

  
DON B. WEINBREN, ESQ.

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